

TRINITY INDUSTRIES, INC.



February 16, 1996

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

15195-GG, HH, FI,
+JJ
3

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-7)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1996, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

PLEASE NOTE: In filing the above documents and assigning recordation numbers thereto, please be advised that duplicate recordation numbers were mistakenly assigned to the Sixth Supplement documents filed on December 26, 1995, as will be more fully described at the end of this paragraph. The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an

Walter Part - Darlene Best

Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to the Equipment Trust Agreement as of September 25, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-U on September 25, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-V and 15195-W; and the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded un Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-Z and 15195-AA; and the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-N on December 26, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-O and 15195-P, respectfully. As mentioned previously, the last filings on December 26, 1995, in connection with the Sixth Supplement were assigned Recordation Nos. 15195-N, 15195-O and 15195-P, when Nos. 15195-N and 15195-O had been previously assigned to the Assignment and Bill of Sale referenced above in connection with the Second Supplement filed on February 23, 1994. Please correct these recordation numbers prior to assigning recordation numbers to the documents enclosed herewith.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Nine (109) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee is 101 Barclay Street (21W), New York, NY 10286.

The railroad equipment covered by the Seventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

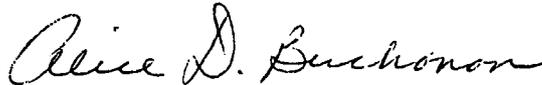
You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted

thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1996, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1996, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ab
Enclosures

RECORDATION NO. 15195-77
FEB 23 1996 4:00 PM

TRINITY INDUSTRIES LEASING COMPANY (Series 5-7)

Equipment Trust, Series 5

Bill of Sale

THIS AGREEMENT, dated the 16th day of February, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and THE BANK OF NEW YORK, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Seventh Supplement to Equipment Trust Agreement dated as of February 16, 1996, supplementing and amending the Equipment Trust Agreement dated as of March 15, 1987 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The One Hundred Twenty Nine (129) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *F. Déan Phelps*
F. Déan Phelps
Vice President

[SEAL]

ATTEST:

Neil O'Shannon
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 14th day of February, 1996, before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:



EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
129	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9408 - 9536

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
129 Hopper Cars	Lo Covered	2,950 cu. ft.	ERCX 9408 - 9536	12/94